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*Proposed Attorneys for Debtors and Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re:	)	Chapter 11
	)	
MOVIE GALLERY, INC., et al., <sup>1</sup>	)	Case No. 10-30696-DOT
	)	
Debtors.	)	
	)	

**FIRST DAY AGENDA  
FEBRUARY 3, 2010 AT 2:00 P.M. PREVAILING EASTERN TIME**

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**I. INTRODUCTION AND REQUEST FOR FIRST DAY HEARING**

1. **["First Day Hearing Motion"]** Motion of the Debtors for an Expedited Hearing on "First Day Motions"
2. **["Affidavit in Support of First Day Motions"]** Affidavit of Steve Moore, Chief Restructuring Officer of Movie Gallery, Inc., in Support of First Day Motions

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<sup>1</sup> The Debtors in the cases are Movie Gallery, Inc.; Hollywood Entertainment Corporation; Movie Gallery US, LLC; MG Real Estate, LLC; and HEC Real Estate, LLC.

## **II. FIRST DAY MATTERS**

### **A. Procedural Motions**

1. **["Pro Hac Vice"]** Motion Pursuant to Local Bankruptcy Rule 2090-1(E)(2) for Admission Pro Hac Vice
2. **["Joint Administration"]** Motion of the Debtors for an Order Directing Joint Administration of their Related Chapter 11 Cases
3. **["Matrix and Consolidated Creditors List"]** Motion of the Debtors for Authority to (A) Prepare a List of Creditors in Lieu of Submitting a Formatted Mailing Matrix and (B) File a Consolidated List of the Debtors' 30 Largest Unsecured Creditors
4. **["Extend Deadline for SoFAs and Schedules"]** Motion of the Debtors for an Order (A) Granting an Extension of Time to File Statements of Financial Affairs and Schedules of Assets and Liabilities, Current Income and Expenditures and Executory Contracts and Unexpired Leases and (B) Authorizing the Scheduling of the Meeting of Creditors as Set Forth Herein (The "Schedules and Statements Motion")
5. **["Form of Notice of Commencement"]** Motion of the Debtors for an Order Approving Form and Manner of Notice of Commencement of Cases
6. **["Case Management"]** Motion of the Debtors for an Order Establishing Certain Notice, Case Management and Administrative Procedures

### **B. Professional Retentions**

1. **["Restructuring Advisors"]** Motion of the Debtors for an Order Authorizing the Employment and Retention of Corliss, Moore & Associates, LLC as Chief Restructuring Officers for the Debtors and Debtors in Possession
2. **["Real Estate Consultant"]** Application of the Debtors for an Order Authorizing the Employment and Retention of DJM Realty Services, LLC as Real Estate Consultant for the Debtors and Debtors in Possession
3. **["Assume Store Closing Agency Agreement"]** Motion of the Debtors for an Order Authorizing the Assumption by the Debtors of the Store Closing Consulting Agreement with Gordon Brothers Retail Partners, LLC
4. **["Notice, Claims and Balloting Agent"]** Application of the Debtors for an Order Authorizing the Employment and Retention of Kurtzman Carson

Consultants LLC as Notice, Claims and Balloting Agent for the Debtors and Debtors in Possession

5. **["Ordinary Course Professionals"]** Motion of the Debtors for an Order Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business

**C. Operational Motions**

1. **["Wages and Employee Benefits"]** Motion of the Debtors for an Order (A) Authorizing, but not Directing, the Debtors to Pay Certain Pre-Petition (I) Wages, Salaries, Bonuses and Other Compensation, (II) Reimbursable Employee Expenses and (III) Employee Medical and Similar Benefits and (B) Authorizing and Directing Banks and Other Financial Institutions to Honor All Related Checks and Electronic Payment Requests
2. **["Customer Programs"]** Motion of the Debtors for an Order Authorizing, but not Directing, the Debtors to Continue Their Customer Programs and Honor Prepetition Commitments Related Thereto
3. **["Taxes"]** Motion of the Debtors for an Order (A) Authorizing, but not Directing, the Debtors to Remit and pay Certain Taxes and Fees and (B) Authorizing and Directing Banks and Other Financial Institutions to Honor Related Checks and Electronic Payment Requests
4. **["Shippers and Other Lien Holders"]** Motion of the Debtors for an Order (A) Authorizing, but not Directing, the Debtors to Pay Prepetition Claims of Shippers, Warehousemen and Other Lien Claimants and (B) Authorizing and Directing Banks and Other Financial Institutions to Honor Related Checks and Electronic Payment Requests
5. **["Utilities"]** Motion of the Debtors for Entry of Interim and Final Orders Determining Adequate Assurance of Payment for Future Utility Services
6. **["Store Closing Procedures"]** Motion of the Debtors for an Order (A) Authorizing the Debtors to Conduct Store Closing Sales, (B) Approving Procedures with Respect to Store Closing Sales, (C) Authorizing the Debtors to Pay Limited Liquidation and Closure Performance Bonuses and Severance Payments in Connection with Store Closing Sales and (D) Authorizing the Debtors to Abandon Certain De Minimis Assets in Connection with Store Closing Sales
7. **["Reject Leases and Contracts"]** Motion of the Debtors for an Order Pursuant to Bankruptcy Code Sections 105(A), 365(A) and 554 and Bankruptcy Rule 6006 authorizing (I) Rejection of Unexpired Leases and Executory Contract; (II) Expedited Procedures for Rejecting Executory

Contracts and Unexpired Leases; and (III) Abandonment of Personal Property

8. **["Cash Management"]** Motion of the Debtors for an Order (A) Authorizing the Debtors to Continue Using their Existing Cash Management System, Bank Accounts and Business Forms, (B) Granting Postpetition Intercompany Claims Administrative Expense Priority and (C) Authorizing Continued Intercompany Arrangements and Historical Practices
9. **["Cash Collateral"]** Motion of the Debtors for Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364(e) and 552 and Fed. R. Bankr. P. 2002, 4001 and 9014 (A) Authorizing the Use of Cash Collateral, (B) Granting Adequate Protection to Certain Pre-Petition Secured Parties, (C) Granting Related Relief, (D) Scheduling an Interim Hearing and (E) Scheduling a Final Hearing

Dated: February 3, 2010  
Richmond, Virginia

Respectfully submitted,

**KUTAK ROCK LLP**

By: /s/ Loc Pfeiffer

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